

United States Court of Appeals For the First Circuit

No. 22-1080

IN RE: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE FOR THE COMMONWEALTH OF PUERTO RICO; THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE FOR THE PUERTO RICO SALES TAX FINANCING CORPORATION, a/k/a Cofina; THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE FOR THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO; THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE FOR THE PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY; THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE FOR THE PUERTO RICO ELECTRIC POWER AUTHORITY (PREPA); THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY,

Debtors,

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE FOR THE COMMONWEALTH OF PUERTO RICO; THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE FOR THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO; THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY,

Debtors, Appellees,

v.

FEDERACION DE MAESTROS DE PUERTO RICO, INC.; GRUPO MAGISTERIAL EDUCADORES(AS) POR LA DEMOCRACIA, UNIDAD, CAMBIO, MILITANCIA Y ORGANIZACION SINDICAL, INC.; UNION NACIONAL DE EDUCADORES Y TRABAJADORES DE LA EDUCACION, INC.,

Objectors, Appellants,

PFZ PROPERTIES, INC.; OSCAR ADOLFO MANDRY APARICIO; MARIA DEL CARMEN AMALIA MANDRY LLOMBART; SELMA VERONICA MANDRY LLOMBART; MARIA DEL CARMEN LLOMBART BAS; OSCAR ADOLFO MANDRY BONILLA; GUSTAVO

ALEJANDRO MANDRY BONILLA; YVELISE HELENA FINGERHUT MANDRY; MARGARET ANN FINGERHUT MANDRY; VICTOR ROBERT FINGERHUT MANDRY; JUAN CARLOS ESTEVA FINGERHUT; PEDRO MIGUEL ESTEVA FINGERHUT; MARIANO JAVIER MCCONNIE FINGERHUT; JANICE MARIE MCCONNIE FINGERHUT; VICTOR MICHAEL FINGERHUT COCHRAN; MICHELLE ELAINE FINGERHUT COCHRAN; ROSA ESTELA MERCADO GUZMAN; EDUARDO JOSE MANDRY MERCADO; SALVADOR RAFAEL MANDRY MERCADO; MARGARITA ROSA MANDRY MERCADO; ADRIAN ROBERTO MANDRY MERCADO; VICENTE PEREZ ACEVEDO; CORPORACION MARCARIBE INVESTMENT; ANTONIO MARTIN CERVERA; MARIA TERESITA MARTIN; WANDA ORTIZ SANTIAGO; NANCY I. NEGRON-LOPEZ; DEMETRIO AMADOR INC.; DEMETRIO AMADOR ROBERTS; SUIZA DAIRY CORP.; MARUZ REAL ESTATE CORP.; GROUP WAGE CREDITORS; YASHEI ROSARIO; ANA A. NUNEZ VELAZQUEZ; EDGARDO MARQUEZ LIZARDI; MARIA M. ORTIZ MORALES; ARTHUR SAMODOVITZ; MIGUEL LUNA DE JESUS; ISMAEL L. PURCELL SOLER; ALYS COLLAZO BOUGEOIS; MILDRED BATISTA DE LEON; JAVIER ALEJANDRINO OSORIO; SERVICE EMPLOYEES INTERNATIONAL UNION (SEIU); INTERNATIONAL UNION, UNITED AUTOMOBILE, AEROSPACE AND AGRICULTURAL IMPLEMENT WORKERS OF AMERICA; MAPFRE PRAICO INSURANCE COMPANY; CERTAIN CREDITORS WHO FILED ACTIONS IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF PUERTO RICO; MED CENTRO, INC., f/k/a Consejo de Salud de la Comunidad de la Playa de Ponce, Inc.; ASOCIACION DE JUBILADOS DE LA JUDICATURA DE PUERTO RICO; HON. HECTOR URGELL CUEBAS; COOPERATIVA DE AHORRO Y CREDITO VEGABAJENA; LORTUTA LTD., INC.; LA CUARTEROLA, INC.; JUAZA, INC.; CONJUGAL PARTNERSHIP ZALDUONDO-MACHICOTE; FRANK E. TORRES RODRIGUEZ; EVA TORRES RODRIGUEZ; FINCA MATILDE, INC.; UNIVERSITY OF PUERTO RICO RETIREMENT SYSTEM TRUST; PETER C. HEIN; MIRIAM E. LIMA COLON; BETZAIDA FELICIANO CONCEPCION; ANGEL L. MENDEZ GONZALEZ; ASOCIACION DE MAESTROS PUERTO RICO; ASOCIACION DE MAESTROS DE PUERTO RICO-LOCAL SINDICAL; MORGAN STANLEY & CO. LLC; GOLDMAN SACHS & CO. LLC; J.P. MORGAN SECURITIES LLC; SANTANDER SECURITIES LLC; SIDLEY AUSTIN LLP; BMO CAPITAL MARKETS GKST, INC.; CITIGROUP GLOBAL MARKETS INC.; SAMUEL A. RAMIREZ & CO., INC.; MESIROW FINANCIAL, INC.; MERRILL LYNCH, PIERCE, FENNER & SMITH INC.; MERRILL LYNCH CAPITAL SERVICES, INC.; BARCLAYS CAPITAL INC.; RBC CAPITAL MARKETS, LLC; RAYMOND JAMES & ASSOCIATES, INC.; COMMUNITY HEALTH FOUNDATION OF P.R. INC.; QUEST DIAGNOSTICS OF PUERTO RICO, INC.; U.S. BANK TRUST NATIONAL ASSOCIATION, as Trustee for the PRPFC Outstanding Bonds and PRIFA Bonds, and Fiscal Agent for PRPBA Bonds; U.S. BANK NATIONAL ASSOCIATION, as Trustee for the PRPFC Outstanding Bonds and PRIFA Bonds, and Fiscal Agent for PRPBA Bonds; NILSA CANDELARIO; JORGE RAFAEL EDUARDO COLLAZO QUINONES; EL OJO DE AGUA DEVELOPMENT, INC.; PEDRO JOSE NAZARIO SERRANO; JOEL RIVERA MORALES; MARIA DE LOURDES GOMEZ PEREZ; HECTOR CRUZ VILLANUEVA; LOURDES RODRIGUEZ; LUIS M. JORDAN RIVERA; TACONIC CAPITAL ADVISORS LP; AURELIUS CAPITAL MANAGEMENT, LP; CANYON CAPITAL ADVISORS LLC; FIRST BALLANTYNE LLC; MOORE CAPITAL MANAGEMENT, LP; PUERTO RICO FISCAL AGENCY AND FINANCIAL ADVISORY

AUTHORITY; HON. PEDRO R. PIERLUISI URRUTIA; UNITED STATES, on behalf of the Internal Revenue Service; ASOCIACION PUERTORRIQUENA DE LA JUDICATURA, INC.; COOPERATIVA DE AHORRO Y CREDITO ABRAHAM ROSA; COOPERATIVA DE AHORRO Y CREDITO DE CIALES; COOPERATIVA DE AHORRO Y CREDITO DE JUANA DIAZ; COOPERATIVA DE AHORRO Y CREDITO DE RINCON; COOPERATIVA DE AHORRO Y CREDITO DE VEGA ALTA; COOPERATIVA DE AHORRO Y CREDITO DR. MANUEL ZENO GANDIA; MARIA A. CLEMENTE ROSA; JOSE N. TIRADO GARCIA, as President of the United Firefighters Union of Puerto Rico,

Objectors, Appellees,

VAQUERIA TRES MONJITAS, INC.; BLACKROCK FINANCIAL MANAGEMENT, INC.; EMSO ASSET MANAGEMENT LIMITED; MASON CAPITAL MANAGEMENT, LLC; SILVER POINT CAPITAL, L.P.; VR ADVISORY SERVICES, LTD; AURELIUS CAPITAL MANAGEMENT, LP, on behalf of its managed entities; GOLDENTREE ASSET MANAGEMENT LP, on behalf of funds under management; WHITEBOX ADVISORS LLC, on behalf of funds under management; MONARCH ALTERNATIVE CAPITAL LP, on behalf of funds under management; TACONIC CAPITAL ADVISORS L.P., on behalf of funds under management; ARISTEIA CAPITAL, LLC, on behalf of funds under management; FARMSTEAD CAPITAL MANAGEMENT, LLC, on behalf of funds under management; FOUNDATION CREDIT, on behalf of funds under management; CANYON CAPITAL ADVISORS LLC, in its capacity as a member of the QTCB Noteholder Group; DAVIDSON KEMPNER CAPITAL MANAGEMENT LP, in its capacity as a member of the QTCB Noteholder Group; SCULPTOR CAPITAL LP, in its capacity as a member of the QTCB Noteholder Group; SCULPTOR CAPITAL II LP, in its capacity as a member of the QTCB Noteholder Group; AMBAC ASSURANCE CORPORATION; ANDALUSIAN GLOBAL DESIGNATED ACTIVITY COMPANY; CROWN MANAGED ACCOUNTS, for and on behalf of Crown/PW SP; LMA SPC, for and on behalf of Map 98 Segregated Portfolio; MASON CAPITAL MASTER FUND LP; OAKTREE-FORREST MULTI-STRATEGY, LLC (SERIES B); OAKTREE OPPORTUNITIES FUND IX, L.P.; OAKTREE OPPORTUNITIES FUND IX (PARALLEL), L.P.; OAKTREE OPPORTUNITIES FUND IX (PARALLEL 2), L.P.; OAKTREE HUNTINGTON INVESTMENT FUND II, L.P.; OAKTREE OPPORTUNITIES FUND X, L.P.; OAKTREE OPPORTUNITIES FUND X (PARALLEL), L.P.; OAKTREE OPPORTUNITIES FUND X (PARALLEL 2), L.P.; OAKTREE VALUE OPPORTUNITIES FUND HOLDINGS, L.P.; OCEANA MASTER FUND LTD.; OCHER ROSE, L.L.C.; PENTWATER MERGER ARBITRAGE MASTER FUND LTD.; PWCM MASTER FUND LTD.; REDWOOD MASTER FUND, LTD.; BANK OF NEW YORK MELLON; OFFICIAL COMMITTEE OF UNSECURED CREDITORS; ASSURED GUARANTY CORP.; ASSURED GUARANTY MUNICIPAL CORP.; OFFICIAL COMMITTEE OF RETIRED EMPLOYEES; NATIONAL PUBLIC FINANCE GUARANTEE CORP.; FINANCIAL GUARANTY INSURANCE COMPANY; AMERINATIONAL COMMUNITY SERVICES, LLC, as servicer for the GDB Debt Recovery Authority; CANTOR-KATZ COLLATERAL MONITOR LLC, as Collateral Monitor for GDB Debt Recovery Authority; ATLANTIC MEDICAL CENTER, INC.; CAMUY HEALTH SERVICES, INC.; CENTRO DE SALUD FAMILIAR DR. JULIO PALMIERI FERRI, INC.; CIALES PRIMARY HEALTH CARE SERVICES, INC.; CORP. DE SERV. MEDICOS PRIMARIOS Y PREVENCION DE HATILLO, INC.; COSTA SALUD,

INC.; CENTRO DE SALUD DE LARES, INC.; CENTRO DE SERVICIOS PRIMARIOS DE SALUD DE PATILLAS, INC.; HOSPITAL GENERAL CASTANER, INC.; GNMA & US GOVERNMENT TARGET MATURITY FUND FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc.; MORTGAGE-BACKED & US GOVERNMENT SECURITIES FUND FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc.; PUERTO RICO RESIDENTS BOND FUND I, f/k/a Puerto Rico Investors Bond Fund I; PUERTO RICO RESIDENTS TAX-FREE FUND, INC., f/k/a Puerto Rico Investors Tax-Free Fund, Inc.; PUERTO RICO RESIDENTS TAX-FREE FUND II, INC., f/k/a Puerto Rico Investors Tax-Free Fund II, Inc.; PUERTO RICO RESIDENTS TAX-FREE FUND III, INC., f/k/a Puerto Rico Investors Tax-Free Fund III, Inc.; PUERTO RICO RESIDENTS TAX-FREE FUND IV, INC., f/k/a Puerto Rico Investors Tax-Free Fund IV, Inc.; PUERTO RICO RESIDENTS TAX-FREE FUND V, INC., f/k/a Puerto Rico Investors Tax-Free Fund V, Inc.; PUERTO RICO RESIDENTS TAX-FREE FUND VI, INC., f/k/a Puerto Rico Investors Tax-Free Fund VI, Inc.; TAX-FREE FIXED INCOME FUND FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico Fixed Income Fund, Inc.; TAX-FREE FIXED INCOME FUND II FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico Fixed Income Fund II, Inc.; TAX-FREE FIXED INCOME FUND III FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico Fixed Income Fund III, Inc.; TAX-FREE FIXED INCOME FUND IV FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico Fixed Income Fund IV, Inc.; TAX-FREE FIXED INCOME FUND V FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico Fixed Income Fund V, Inc.; TAX-FREE FIXED INCOME FUND VI FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico Fixed Income Fund VI, Inc.; TAX FREE FUND FOR PUERTO RICO RESIDENTS, INC., f/k/a Tax-Free Puerto Rico Fund, Inc.; TAX FREE FUND II FOR PUERTO RICO RESIDENTS, INC., f/k/a Tax-Free Puerto Rico Fund II, Inc.; TAX-FREE HIGH GRADE PORTFOLIO BOND FUND FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico AAA Portfolio Bond Fund, Inc.; TAX-FREE HIGH GRADE PORTFOLIO BOND FUND II FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico AAA Portfolio Bond Fund II, Inc.; TAX-FREE HIGH GRADE PORTFOLIO TARGET MATURITY FUND FOR PUERTO RICO RESIDENTS, INC., f/k/a Puerto Rico AAA Portfolio Target Maturity Fund, Inc.; TAX FREE TARGET MATURITY FUND FOR PUERTO RICO RESIDENTS, INC., f/k/a Tax-Free Puerto Rico Target Maturity Fund, Inc.; UBS IRA SELECT GROWTH & INCOME PUERTO RICO FUND; SERVICIOS INTEGRALES EN LA MONTANA (SIM),

Creditors, Appellees,

UNITED STATES,

Respondent, Appellee

JUDGMENT

Entered: April 26, 2022

This cause came on to be submitted on the briefs and original record on appeal from the United States District Court for the District of Puerto Rico.

Upon consideration whereof, it is now here ordered, adjudged and decreed as follows: The Title III court's order confirming the Plan of Adjustment is affirmed.

By the Court:

Maria R. Hamilton, Clerk

cc: Rolando Emmanuelli-Jimenez, Jessica Esther Mendez-Colberg, William Stephen Muldrow, Matthew J. Troy, Michael J. Quinn, Ruth A. Harvey, Jessica Cole, Brian Boynton, Michael S. Raab, David A. Hubbert, Michael Shih, Matthew Steven Johnshoy, Ward W. Benson, Wandymar Burgos-Vargas, Hermann D. Bauer-Alvarez, Timothy W. Mungovan, Donald B. Verrilli Jr., Susana I. Penagaricano Brown, Luis Francisco Del-Valle-Emmanuelli, Carla Garcia-Benitez, Ubaldo M. Fernandez, Michael R. Hackett, Stephen L. Ratner, Margaret Antinori Dale, Ricardo Burgos-Vargas, John E. Roberts, Mark David Harris, Martin J. Bienenstock, Ehud Barak, Laura E. Stafford, Josue N. Torres-Crespo, Michael Luskin, Stephan E. Hornung, Chad Golder, Julia D. Alonzo, Bradley R. Bobroff, Lucia Chapman, Michael A. Firestein, Paul V. Possinger, Lary Alan Rappaport, Scott Rutsky, Steven O. Weise, Ginger D. Anders, William D. Dalsen, Peter D. Doyle, Adele M. El-Khoury, Carl Forbes Jr., Jeffrey W. Levitan, Kevin J. Perra, Jennifer L. Roche, Brian S. Rosen, Chris Theodoridis, Jared D. Zajac, Rachel G. Miller Ziegler, Guy Brenner, Valerie Concepcion-Cintron, Gabriel A Miranda-Rivera, Matthew J. Morris, Lucas Kowalczyk, Juan Carlos Ramirez-Ortiz, Michel Mir-Martinez, Joshua A. Esses, Jordan Sazant, Chantel L. Febus, Maja Zerjal, David Carrion Baralt, Jose A. Rey-Diaz, Russell Del Toro-Sosa Jr., Jose A. Sanchez-Girona, Charles A. Cuprill-Hernandez, Carmenelisa Perez-Kudzma, Maria Teresita Martin, Wanda Ortiz-Santiago, Nancy I. Negron-Lopez, Maria Mercedes Figueroa-Morgade, Rafael Antonio Gonzalez-Valiente, Alexis Fuentes-Hernandez, Ivonne Gonzalez-Morales, Yashei Rosario, Edgardo Marquez Lizardi, Maria M. Ortiz Morales, Arthur Samodovitz, Miguel Luna de Jesus, Ismael L. Purcell-Soler, Mildred Batista de Leon, Miguel Simonet Sierra, Peter D. DeChiara, Richard M. Seltzer, Marie B. Hahn, Javier Alejandrino Osorio, Enrique Jose Mendoza-Mendez, Carlos A. Quilichini, Isabel M. Fullana-Fraticelli, Eduardo Juan Capdevila-Diaz, Carolina V. Cabrera-Bou, Peter C. Hein, Alberto Rivera Ramos, Jose Luis Barrios, Luis Noel Saldana-Roman, Angel E. Rotger-Sabat, Julie E. Cohen, Ramon Enrique Dapena, Douglas H. Flaum, Ivan Llado-Rodriguez, Charles A. Brown, Howard S. Steel, Stacy Dasaro, Jose Luis Ramirez-Coll, David Elbaum, John K. Youngwood, Carmen D. Conde Torres, Luisa Sussette Valle-Castro, Nelson Robles-Diaz, Daniel L. Zelenko, Sarah M. Gilbert, Anne E. Beaumont, Sergio A. Ramirez-de-Arellano, Eric Seiler, Danielle E. Tepper, Nilda M. Navarro-Cabrer, E. Andrew Southerling, Aaron G. McCollough, Leo Kayser III, Enrique G. Figueroa-Llinas, Joseph L. Motto, Roberto C. Quinones-Rivera, Robert M. Stern, Tiffany Rowe, Mariana Muniz-Lara, Carlos Fernandez-Nadal, Cynthia Torres, Harold D. Vicente-Gonzalez, Jose A. Andreu-Fuentes, Harold D. Vicente-Colon, Sylvia M. Arizmendi-Lopez de Victoria, Brian M. Dick-Biascoechea, Daniel A. Salinas-Serrano, Eric Kay, Carlos R. Rivera-Ortiz, Susheel Kirpalani, Rafael Escalera, Lawrence A. Larose, Zachary Russell, Peter Sabin Willett, Kurt A. Mayr II, David L. Lawton, David K. Shim, Luis C. Marini-Biaggi, Peter M. Friedman, John J. Rapisardi, Maria Jennifer DiConza, Gerardo A. Carlo-Altieri, Wendy G. Marcari, David C. Indiano-Vicic, Enrique M.

Almeida-Bernal, Maria A. Clemente Rosa, Jose N. Tirado-Garcia, Theresa A. Foudy, Joseph R. Palmore, Lena H. Hughes, James M. Peck, Gary S. Lee, James A. Newton, Andrew R. Kissner, Jose Ramon Rivera-Morales, Mark Stancil, Andres F. Pico-Ramirez, Andrew N. Rosenberg, Karen R. Zeituni, Roberto Abesada-Aguet, Sergio E. Criado-Mangual, Roberto A. Camara-Fuertes, Sonia E. Colon-Colon, Atara Miller, Dennis F. Dunne, Grant R. Mainland, John Joseph Hughes III, Jonathan Ohring, Alfredo Fernandez-Martinez, Benjamin Rosenblum, Bruce Bennett, Matthew E. Papez, Albeniz Couret-Fuentes, Luke A. Sizemore, Jared S. Roach, Juan J. Casillas-Ayala, James R. Bliss, Luc A. Despins, Juan Carlos Nieves-Gonzalez, Georg Alexander Bongartz, Nicholas A. Bassett, Cristina B. Fernandez-Niggerman, Heriberto J. Burgos-Perez, Ricardo F. Casellas-Sanchez, Howard Robert Hawkins Jr., Mark C. Ellenberg, Thomas J. Curtin, William J. Natbony, Casey J. Servais, Arturo J. Garcia-Sola, Alejandro Jose Cepeda-Diaz, Nayuan Zouairabani-Trinidad, Ismael L. Purcell-Soler, Eric Perez-Ochoa, Luis A. Oliver-Fraticelli, Gregory Silbert, Jonathan D. Polkes, Kelly Diblasi, Gabriel Morgan, Robert Berezin, Maria Emilia Pico, Martin A. Sosland, James E. Bailey III, Adam Michael Langley, Douglas Koff, Douglas S. Mintz, Peter J. Amend, Abbey Walsh, Adam Harris, Noah Gillespie, Taleah E. Jennings, Gary Stein, Miguel J. Rodriguez-Marxuach, Nicole Marie Bacon, Brad M. Kahn, Joanna F. Newdeck, Juan A. Marques-Diaz, Isabel Torres-Sastre, Glenn Kurtz, Jose Carlos Sanchez-Castro, Alicia Irene Lavergne-Ramirez, Jason Zakia, John K. Cunningham, Cheryl T. Sloane, Jesse L. Green, Monsita Lecaroz-Arribas, Fernando Agrait, Paul J. Lockwood, Nicole A. DiSalvo, Elisa M.C. Klein, Nilsa Candelario, Antonio Juan Bennazar-Zequeira, Francisco Del Castillo-Orozco, Richard B. Levin, Robert D. Gordon, Catherine Steege, Melissa M. Root, Carl Wedoff, Hector M. Mayol Kauffmann, Landon Raiford, Brett Fallon, Roger A. Maldonado, Jaclyn C. Marasco, Nelson Robles Diaz, Ramon Coto-Ojeda, Jim Heiser, Iris Jannette Cabrera-Gomez, Eric A. Tulla, Pieter H.B. Van Tol III, Ronald Joseph Silverman, Robin E. Keller, John E. Mudd